

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

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Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated December 10, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26231.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Performance Minerals Corp.
13535 South Torrence Avenue
Chicago, IL 60633

A description of the railroad equipment covered by the enclosed document is for six (6) 100 ton, 3560 cu. ft. open-top hopper cars: with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Best regards,


Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(PEM1003)

RECORDATION NO 26231/13 FILED

JAN 04 '10

2-12 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

December 30, 2009

RECORDATION NO. 26231-B FILED

JAN 04 2010

2-12 PM

SURFACE TRANSPORTATION BOARD

ASSGN. NO.: PEMI003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of December, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Performance Minerals Corporation ("Lessee"), an Alabama corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 4, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 1, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR

VICE PRESIDENT

Title: _____

ATTEST:

By: Susan GrokulskaName: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOROF DOCUMENTATIONExecuted on this 10th day of December, 2009.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, K.A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of December, 2009.

K.A. Dombrowski
Notary Public

Commission Expires:

10-7-2013

(Notary Public)



LESSEE:

PERFORMANCE MINERALS CORPORATION

By:

Name:

STEPHEN GLEASON

Title:

PRESIDENT

ATTEST:

By:

Name:

STEPHEN COATES

Title:

FINANCE DIRECTOR

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State
aforesaid, certify that _____ personally appeared
before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this _____ day of _____, _____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
To
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Six (6)
- II. DESCRIPTION OF CARS: 100 ton, 3560 cubic foot capacity, steel open top hoppers with gravity gates and a total weight on rail of 263,000 lbs.
- III. CAR NUMBERS: FURX 922803
 FURX 922824
 FURX 922844
 FURX 922857
 FURX 922860
 FURX 922865